

Ref: NMW/CS/03/2020

28<sup>th</sup> June, 2020

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1  
Block G. Bandra Kurla Complex, Bandra East  
**Mumbai- 400051**

**BSE Limited**  
25<sup>th</sup> Floor, P J Towers  
Dalal Street  
**Mumbai - 400001**

**Trading Symbol: NEXTMEDIA**

**Security Code: 532416**

**Sub: Annual Secretarial Compliance Report in compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“SEBI LODR”)**

In terms of SEBI Circular bearing no. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and Regulation 24A of the SEBI LODR, please find enclosed Annual Secretarial Compliance Report of Next Mediaworks Limited for the financial year ended on 31<sup>st</sup> March, 2020.

This is for your information and record.

Thanking you,

Yours faithfully,

For Next Mediaworks Limited



(Diksha Singh)  
Company Secretary



**Encl.: As above**

**SECRETARIAL COMPLIANCE REPORT**  
**OF NEXT MEDIAWORKS LIMITED**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**  
*[Certificate pursuant to Regulation 24A of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

**Next Mediaworks Limited**

CIN: L22100MH1981PLC024052

Address: Unit 701 A, 7<sup>th</sup>Floor, Tower 2, Indiabulls Finance Centre  
SenapatiBapat Marg,Elphinstone Road, Mumbai – 400013

We, M/sGHV & Co., Practising Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Next Mediawork Limited** (the “Company”);
- (b) filings/ submissions made by the Company to the stock exchanges;
- (c) website of the Company *viz.*www.nextmediaworks.com;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on March 31, 2020 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines etc. issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines etc. issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder,applicable on the Company, during the Review Period, have been examined, which *inter-alia*, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”);

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

(a) The Company has complied with the provisions of above Regulations and circulars/ guidelines issued thereunder. Further, we have observed the following:

Sr.No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<u>Clause (d) of Regulation 18(1) of SEBI LODR</u>  <i>The chairperson of the audit committee shall be an independent director and he shall be present at Annual general meeting to answer shareholder queries.</i>	The Chairperson of the Audit Committee could not attend the Annual General Meeting (AGM) of the Company held on September 12, 2019	It has been informed by the Company that Chairperson of Audit Committee had expressed his inability to attend the AGM due to unavoidable situation.  Hence, no further action is required.
2.	<u>Proviso to clause (4) of Part (C) of Schedule VI to SEBI LODR</u>  <i>All such shares, in respect of which unpaid or unclaimed dividend has been transferred under Section 124 (5) of the Companies Act, 2013, shall also be transferred by the listed entity in accordance with Section 124 (6) of the Companies Act, 2013 and rules made thereunder.</i>	Company received a show cause notice from Investor Education and Protection Fund ("IEPF") Authority on December 19, 2019 for non-transfer of eligible shares, although the unclaimed dividend in respect of these eligible shares was duly transferred to IEPF in the year 2009.	The Company has transferred the eligible shares to IEPF Authority, in due compliance of the relevant provisions of the Act and rules made thereunder. Further, it has been clarified by the Company that the delay in non-transfer of eligible shares to IEPF was merely on account of different reading of the relevant rules at Company's end.  Hence, no further action is required.

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- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of action taken against the Company/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letters, debarments e.t.c.	Observations/ Remarks of the Practising Company Secretary, if any
1.	Stock Exchanges viz. NSE and BSE	Delay of 7 (Seven) days in filing of shareholding pattern for the quarter ended on June 30, 2019 to stock exchanges viz. BSE and NSE beyond the specified time limit	Fine of Rs. 14,000/- (excl. of GST) levied by both NSE and BSE	<p>Due to introduction of the new requirement to provide details of Significant Beneficial Owner in the quarterly shareholding pattern filed to stock exchanges (in the format prescribed by SEBI) and certain internal constraints, the Company submitted the shareholding pattern for the quarter ended on June 30, 2019 to the stock exchanges viz. NSE and BSE with a delay of 7 (Seven) days beyond the specified time limit.</p> <p>The fine levied by NSE and BSE in this regard has been paid by Company.</p> <p>Hence, no further action is required.</p>

- (d) The Company has taken the following actions to comply with the observations made in previous reports: **[Not applicable]**

# GHV & Co

Practising Company Secretaries

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**Note:** We were unable to physically verify the statutory records of the Company due to lockdown announced by Government of India on account of COVID- 19 pandemic. However, reliance was placed on records available on the website of NSE & BSE/ shown to us electronically for verification of certain compliances.



Sd/-

**Gopika Shah - Partner**

**GHV & Co., Practising Company Secretaries**

Place: **Mumbai**

Date: **08/06/2020**

**FCS No.: 10416**

**C P No.: 11663**

**UDIN: F010416B000325104**

Office Number 216, 2nd Floor, Pancharatna, Opera House, Charni Road (East), Mumbai  
400 004. Contact Us: 022-40115434/ 8080457827/9322241040/ 9987495434

Email: [partner@ghvandco.com](mailto:partner@ghvandco.com)